384262

FORM D

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

| OMB | APPROVAL |
|-----|-----------------|

OMB Number: 3235-0076 Expires: December 31, 1993 Estimated average burden hours per form

| SEC USE ONLY | 1 |
|--------------|--------|
| Prefix. | Serial |
| ! | |
| DATE REC | EIVED |
| 1 ' 1 4 | į. |

| Name of Offering (check if this is an amendment and name has changed, and indicate | change.) |
|--|---|
| METRO PARKWAY ASSOCIATES, LIMITED PARTNERSHIP | 1 GERENED CO |
| Filing Under (Check box(es) that apply): □Rule 504 □ Rule 505 ■ Rule 5 | |
| Type of Filing: W New Filing | Dree of area |
| A. BASIC IDENTIFICATION DATA | 1 200 DO 2006 7 |
| Enter the information requested about the issuer | |
| Name of Issuer (check if this is an amendment and name has changed, and indicate char | nge.) \\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\ |
| METRO PARKWAY ASSOCIATES, LIMITED PARTNERSHIP | |
| N L | |
| Address of Executive Offices (Number and Street, City, State, Zip Code) | Telephone Number (Including Area Code) |
| 330 GARFIELD STREET, SANTA FE, NEW MEXICO 87501 | 505 982-2184 |
| Address of Principal Business Operations (Number and Street, City, State, Zip Code) | Telephone Number (Including Area Code) |
| (if different from Executive Offices) | PROCESSED |
| Brief Description of Business | |
| OWNERSHIP OF REAL PROPERTY IN FORT MYERS, FLORIDA Type of Business Organization | 3 DEC 2 1 2006 |
| ☐ corporation ■ limited partnership, already formed | |
| | other (please specific MSON FINANCIAL |
| □ business trust □ limited partnership, already formed | FINANCIAL |
| Month Year | 4 |
| Actual or Estimated Date of Incorporation or Organization: 0 8 0 6 | Postal Service Abbreviation for |
| State: | NM |
| CN for Canada; FN for other foreign jurisdic | ction) |
| GENERAL INSTRUCTIONS Federal: | |
| Who Must File: All issuers making an offering of securities in reliance on an exemption under Re | egulation D or Section 4(6): 17 CFR 230.501 et seg. or |
| U.S.C. 77d(6) | (-), |
| When To File: A notice must be filed no later than 15 days after the first sale of securities in the off | fering. A notice is deemed filed with the U.S. Securities |
| and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address gi | |
| which it is due, on the date is was mailed by United States registered or certified mail to that address. | 1 |
| Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. | 20549. |
| Course Remarks Firm (6) course of this nation must be filed with the CFC and of which must be used | 11. |
| Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be maphotocopies of the manually signed copy or bear typed or printed signatures. | inually signed. Any copies not manually signed must be |
| | |
| Information Required: A new filing must contain all information requested. Amendments need only thereto, the information requested in Part C, and any material changes from the information previous | |
| need not be filed with the SEC. | i i i i i i i i i i i i i i i i i i i |
| Filing Fee: There is no federal filing fee. | T |
| Thing I co. There is no reductar filling fee. | |

this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and ATTENTION

must be completed.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice

| A. BASIC IDENTIFICATION | ON DATA | | 4 |
|--|---------------------|--|--|
| 2. Enter the information requested for the following: | ļ | | |
| • Each promoter of the issuer, if the issuer has been organized within the | e past five years; | | |
| Each beneficial owner having the power to vote or dispose, or direct securities of the issuer; | the vote or dispo | osition of, 10% or | nore of a class of equity |
| Each executive officer and director of corporate issuers and of corporate | ite general and ma | anaging partners of | partnership issuers; and |
| Each general and managing partner of partnership issuers. | , 1 1 | ; , | |
| Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ■ Exec | cutive Officer | □ Director □ | General and/or Managing Partner |
| Full Name (Last name first, if individual) | 1 | <u> </u> | |
| GERWIN, PAUL | | | <u></u> |
| Business or Residence Address (Number and Street, City, State, Zip Coc 330 GARFIELD STREET, SANTA FE, NEW MEXICO 87501 | je) | <u>. </u> | |
| Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ■ Exec | cutive Officer | □ Director □ | General and/or Managing Partner |
| Full Name (Last name first, if individual) | | | |
| GILBERT, EDWARD | † : | | 1 |
| Business or Residence Address (Number and Street, City, State, Zip Coc | de) | | , <u>, , , , , , , , , , , , , , , , , , </u> |
| 330 GARFIELD STREET, SANTA FE, NEW MEXICO 87501 | t i | | |
| Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ■ Exec | cutive Officer | ☐ Director ☐ | General and/or Managing Partner |
| Full Name (Last name first, if individual) | | · | <u> </u> |
| KOLBER, FRED | j | | |
| Business or Residence Address (Number and Street, City, State, Zip Coc | ie) | · · · · · · · · · · · · · · · · · · · | |
| 330 GARFIELD STREET, SANTA FE, NEW MEXICO 87501 | | | : |
| | utive Officer | □ Director □ | General and/or Managing Partner |
| Full Name (Last name first, if individual) | 1 : | | ! |
| LOVE, STEPHEN | ť | | |
| Business or Residence Address (Number and Street, City, State, Zip Cod | ie) | | · |
| 330 GARFIELD STREET, SANTA FE, NEW MEXICO 87501 | | | i |
| Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ■ Exec | utive Officer | ☐ Director ☐ | General and/or Managing Partner |
| Full Name (Last name first, if individual) WILLOUGHBY, CHERYL | 1 | | ' |
| Business or Residence Address (Number and Street, City, State, Zip Cod | (e) | | |
| 330 GARFIELD STREET, SANTA FE, NEW MEXICO 87501 | | 1 | |
| | utive Officer [| □ Director □ | General and/or Managing Partner |
| Full Name (Last name first, if individual) | | | |
| Business or Residence Address (Number and Street, City, State, Zip Cod | le) | | |
| Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ■ Execu | utive Officer [| □ Director □ | General and/or Managing Partner |
| Full Name (Last name first, if individual) | 1 | | |
| SMITH, ROBIN | * * | ± . | |
| Business or Residence Address (Number and Street, City, State, Zip Cod | le) | <u> </u> | <u>. </u> |
| 330 GARFIELD STREET, SANTA FE, NEW MEXICO 87501 | ; | | ; |
| (Use blank sheet, or copy and use additional c | copies of this shee | et, as necessary.) | <u> </u> |
| 2 of 8 | | | SEC 1972 (5/91) |

| 100 | | by - | -:- | B. [| <u>NEORMA</u> | THON A'BO | DUT | <u>OFF</u> | ERING | ni in il iliku | | | 32444 A | |
|---------|---|--|---|---|------------------------------------|---|-------------------------|----------------------------|--|-----------------------------|--------------------------------|-------------------------|---------|-------------------------|
| 1. | Has the issuer | sold, or doe | s the issuer | intend to s | ell, to non- | accredited in | nvest | ors in | this offe | ering? | į | | Yes | No |
| | } | | | | | dix, Column | - { | | | | ļ | | | |
| 2. | What is the m | inimum inve | | | • • • | - | - 1 | _ | | | | | \$_ | NONE |
| | | | | | | | ĺ | | , | | | | Yes | |
| 3. | Does the offer | ing permit j | oint ownersl | nip of a sin | gle unit? | | | | | | | | - | |
| | Enter the infection of a person to be states, list the broker or deal | r similar ren listed is an name of the | nuneration f associated e broker or | or solicitat person or a dealer. If | ion of purclagent of a bomore than | hasers in co roker or de five (5) per | nnect aler r sons | tion we egiste to be | vith sales cred with | of securiti the SEC a | es in the off ind/or with a | ering. If a state or | | |
| Ful | l Name (Last n | ame first, if | individual) | | | | İ | | | - | | | | |
| | b. | | | | | | } | | | • | | | | |
| Bus | iness or Resid | ence Addres | s (Number a | and Street, | City, State, | Zip Code) | | | 1 | | | | | |
| | ï | | | • | | | } | | ì | | |) t | | |
| Nar | ne of Associat | ed Broker o | Dealer | | | | - | | | | | , | | |
| | : V | <u>.</u> | | | | | | | | | | ! | | |
| Stat | es in Which P | erson Listed | Has Solicit | ed or Inten | ds to Solici | t Purchaser | s | | , | ! . | | ! | | |
| (| Check "All Sta | ites" or chec | k individual | States) | | | | | | | | | □ Ał | l States |
| _ | L] [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [D | - | [DC] | | | [HI] | _ | ID] |
| _ | L] [IN] IT] [NE] | [IA] [NV] | [KS] [NH] | [KY] [NJ] | [LA] [NM] | [ME] [NY] | [M | , - | [MA] [ND] | | | · [MS] [OR] | _ | /IO] PA] |
| _ | u] [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | Įν | | [WA] | [wv] | [wi] | [WY] | | PR] |
| Fuli | Name (Last n | ame first, if | individual) | | | | | | } | | | • | | |
| | te i | | | | | , | | | | | | | | |
| | iness or Reside | | - | | City, State, | Zip Code) | | | | i. | | | | |
| | WEST 44 TH ST | | | 5 | | | | <u> </u> | ! | | | | | |
| | ne of Associate | | | | | | | | - | | | 1 | | |
| | ERTY ASSOC | | | | 1 . 0 | | | <u> </u> | | · · · · · · | | <u>;</u> | | |
| | es in Which Po | | | | | t Purchasers | S i | | ļ | • | | 1 | | _ |
| | Check "All Sta | | | | | | | ! - | | | | | | States |
| *** | L] [AK] L] [IN] | [AZ] [IA] | [AR] [KS] | [CA] [KY] | [CO] [LA] | [CT] [ME] | [D] [M] | | [DC] [MA] | [FL] [MI] | [GA] [MN] | [HI] [MS] | - | ID] 4O] |
| [M | IT] [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [₩ | e j | [ND] | [ОН] | [OK] | [OR] | £. | ¥j |
| | u] [SC] | [SD] | [TN] | [TX] | [UT] | [VT]_ | [V. | <u>A]</u> | [WA] | [WV] | [W] | <u>: [WY]</u> | [F | 'R] |
| Full | Name (Last n | ame iirst, ii | inaiviauai) | | | | | | ; | , | | ; | | |
| D | iness or Reside | Add | a (Number o | and Chanas | City State | 7:- C- J-) | | 1 | | : | | <u>!</u> | | |
| Dus | iness of Reside | ence Addres | s (Munioer a | ind Street, | City, State, | ' | | | | | | ! | | |
| Nan | ne of Associate | d Broker or | Dealer | | | | | <u> </u> | | | | <u>:</u> | | |
| 1 van | : | d Diokei oi | Deuter | | | | | ŀ | | , | | İ | | |
| Stat | es in Which Pe | erson Listed | Has Solicite | ed or Inten | ds to Solici | t Purchasers | | <u> </u> | | 1 | | 1 (| | |
| | Check "All Sta | | | | | | - | | | ! ! | | .i. | | States |
| • | L] [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [D] | E1 | [DC] | [FL] | [GA] | [HI] | | D] |
| [] | | [IA] | [KS] | [KY] | [LA] | [ME] | [M | | [MA] | [MI] | [MN] | ¦ [MS] | - | 10] |
| [M | [T] [NE] [SC] | [NV] [SD] | [NH] [TN] | [NJ] [TX] | [NM] [UT] | [NY] [VT] | [No | | [ND] [WA] | | [OK] [WI] | (OR) (WY) | _ | PA] PR] |
| <u></u> | <u>u [ac]</u> | [30] | | | | e additional | | | | | | . [** 1] | | <u>.v1</u> |
| | | | , | | | | -2P. | 1 01 | | | J · / | | | |

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

| i. | Enter the aggregate offering price of securities included in this offering and the total aready sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange off check this box \square and indicate in the columns below the amounts of the securities offer exchange and already exchanged. | ering, | | | ; | | | |
|----|--|-----------------|------------|--------------|-----------------|-------------|------------------|-----------------|
| | Type of Security | | | Aggreg | ate Price | Am | ount . Sol | Aiready |
| | Debt | | | _ | I | • | | |
| | | | 3 _ | | <u> </u> | 3 | | |
| | Equity | | 3_ | | • | - > | | |
| | : | ; | _ | | : | | | _ |
| | Convertible Securities (including warrants) | | \$. | | - 1 | _ 3. | | <u>0-</u> |
| | Partnership Interests | | S | <u>3,500</u> | ,000 | <u>\$</u> | | <u>0-</u> |
| | | | 3 | | | <u>></u> | | <u>0-</u> |
| | Total | | S _ | <u>3,500</u> | ,000 | _ \$_ | | <u>0-</u> |
| | Answer also in Appendix, Column 3, if filing under ULOE. | | | | 1 | | | |
| 2. | Enter the number of accredited and non-credited investors who have purchased securit this offering and the aggregate dollar amounts of their purchases. For offerings under 504, indicate the number of persons who have purchased securities and the aggregate amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." | Rule | | | · . | | ÷ | |
| | | i . | | Numb | er ^l | D | Aggre A talla | egate Amount |
| | ; 4 | 1 | | Invest | | _ | | hases |
| | Accredited Investors | 1 | _ | | <u> </u> | _\$ | | |
| | Non-accredited Investors | ļ | _ | | <u>.</u> | s _ | | |
| | Total (for filings under Rule 504 only) | <u> </u> | | | | \$ | | |
| | Answer also in Appendix, Column 4, if filing under ULOE. | ! | | | i | | | |
| 3. | If this filing is for an offering under rule 504 or 505, enter the information requested a securities sold by the issuer, to date, in offerings of the types indicated, in the twelve months prior to the first sale of securities in this offering. Classify securities by type list Part C - Question 1. | d(12) | | Type (| ı , | Di | ollar 4 | mount |
| | Type of Offering | 1 | | Securi | | | Sol | |
| | Rule 505: | | _ | | 1 | \$ | | |
| | Regulation A | . 1 | | | · | \$_ | | |
| | Rule 504 | | _ | | <u>i</u> | \$ _ | | |
| | Total | ······ | | | 1 | \$_ | | |
| 4. | a. Furnish a statement of all expenses in connection with the insurance and distribution of securities in this offering. Exclude amounts relating solely to organization expenses of issuer. The information may be given as subject to future contingencies. If the amount expenditure is not known, furnish an estimate and check the box to the left of the estimate. | of the of an | | | 1 | | | |
| | Transfer Agent's Fees | | | | • | s _ | 35,0 | 000 |
| | Printing and Engraving Costs | <u>.</u> | | | - | \$ | 4,0 | 00 |
| | Legal Fees | | | | = | \$ | 7,5 | 00 |
| | Accounting Fees | | | | Ė | \$ | 1,5 | 00 |
| | Engineering Fees | | | | - | \$ | | |
| | Sales Commissions (specify finders' fees separately) | 1 | | | | \$_ | | |
| | Other Expenses (identify)ORGANIZATIONAL EXPENSES | i | | | | S | 37,0 | 00 |
| | Total | 1 | | | ļ | s – | | 000 |
| | 4.60 | 1 | ,.,,, | | : | | 30. | |

| CA OFFERINGPRICE; NUMBER OF INVESTORS, EXPENSES A | ND. | ÜSE | OF PRO | CEE | DS | | |
|--|-------|----------|-------------|--|--------|------------|------------------------------|
| b. Enter the difference between the aggregate offering price give response to Part C - Question 1 and total expenses furnished in response | | | | ; | | | |
| Part C - Question 4.a. This difference is the "adjusted gross proceeds t | | | | | | | |
| issuer." | | | | | | \$ | 3,415,000 |
| 5. Indicate below the amount of the adjusted gross proceeds to the issuer us | ed o | Γ. | | | | _ | |
| proposed to be used for each of the purposes shown. If the amount for | | - | | i | | | |
| purpose is not known, furnish an estimate and check the box to the left of | | | | | | | |
| estimate. The total of the payments listed must equal the adjusted h | | S | | ! | | | |
| proceeds to the issuer set forth in response to Part C - Question 4.b above | • | • | Paymer | i its to | | | |
| | | | Offic | | | | |
| : | | • | Direct | - 1 | : | | Payments To |
| | | | | iates | | | Others |
| Salaries and fees Transfer fees | | | _ | , | | \$_ | |
| Purchase of real estate | | - 1 | | - 7 | | | 2,947,000 |
| Purchase, rental or leasing and installation of machinery and equipment | | | | | | \$ | |
| Construction or leasing of plant buildings and facilities | | \$_ | | | | s _ | |
| Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another | : | ٠ | | ļ | | | |
| issuer pursuant to a merger) | ロ | \$_ | | - | | s | |
| Repayment of indebtedness | _ | _ | | 1 | _ | _ | |
| | | | | | | | |
| Working capital CLOSING COSTS | | 2 | | | | | 254,500 114,000 |
| MORTGAGE FEES | 1 🗆 | \$ | | | | \$ \$ | |
| Column Totals | | s | 99,500 |) | | <u>s</u> | 3,315,500 |
| Total Payments Listed (column totals added) | ų | | | (| 1 | 3 <u>.</u> | 415,000 |
| TO THE REPORT OF THE DESIGNATION OF THE PROPERTY OF THE PROPER | | ř. | 13 m | il il | T E | 5-10 | |
| The issuer has duly caused this notice to be signed by the undersigned duly authorized pers following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities are of its staff, the information furnished by the issuer or any non-accredited investor pursuant to p | d Ex | cha | nge Comr | nissio | n, u | pon | Rule 505, the written reques |
| Issuer (Print or Type) Signature | 1 | • | | Da | te | | |
| METRO PARKWAY X | | | | | _ | 1. | |
| ASSOCIATES, L.P. | 4 | | | | 4. | - 17 | 70 |
| Name of Signer (Print or Type) Title of Signer (Print or Type) | | | | | - | | , |
| PAUL GERWIN CEO of General | 4 | | | | ! | | |
| Partner | 1 . | - | | | ; 1 | | |
| | , | | • | | 1 | | |
| | } | | | | ; | | |
| | 1 + | | | | | | |
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| ATTENTION | | | | | | | |